

**MINUTES OF MEETING  
OF BID-A-WEE BEACH PARK, INC.  
BOARD OF DIRECTORS  
Friday, January 17, 2014**

The regular quarterly meeting of the Board of Directors of Bid-A-Wee Beach Park, Inc. was held at Shuckums Restaurant, at 6:00 PM on January 17, 2014. Directors present were Jeannie Krohn, Kathy Ledbetter, Dee Gibson, Wanda Manning, Debbie Edmondson, Debbie Brown, Dallas Marshall, Jason Dumrongkulraksa, Jim Beahon, Lynda Sheets, Mack Carter, creating a quorum for the transaction of business. Frank Merritt and Peggy Steele were absent. The President, Jeannie Krohn, called the meeting to order at 6:05 PM and Dee Gibson, Secretary, recorded the minutes.

The President reviewed the agenda, distributed to the Directors, for the Working Meeting with members Saturday, January 18, 2014, at the Senior Center which was unanimously approved. She also reviewed the rules for the conduct of Membership meetings and it was agreed she would review them with attendees on Saturday morning and that they apply to meetings going forward. The Directors unanimously agreed to the agenda and discussion topics, which will be included for the record in detail in the minutes of the meeting Saturday, January 18, 2014. The Directors then moved to items needing consideration of the Board.

The President suggested changes to the Articles of Incorporation for the Board to consider. She suggested "Section VII. Directors The Corporation shall have thirteen directors..." be changed to "up to thirteen directors". She explained her feelings that a representative on the Board should be from the section in which they live because they are familiar with their neighbors and area. If no one can be found to serve from a section, it will remain vacant until someone is willing to serve. Further, she suggested for obvious reasons that "IX. Registered Agent The Corporation's registered agent shall be Jim A Smith..." be changed to "registered agent shall be the President of the Corporation.

It was determined that discussion of these and other changes will be held at the next Board of Directors meeting. Difference exists in the interpretation of Articles of Incorporation, Section XII. Bylaws and Section XIII. Amendments to Articles of Incorporation and Bylaws. There are some Sections of the Bylaws in question as well. The President requested Directors review our Articles and Bylaws and email the Secretary any items they wish to present to the Board for consideration. The Directors agreed it is important to finalize and present our recommendations for amendments to Membership for approval at the Annual Meeting.

The President informed the Directors that Bid-A-Wee Beach Park, Inc. is a not-for-profit corporation. Payments for membership are not tax deductible. In the past, annual payments have been called "donations" as well as "dues" and "fees". Going forward, every effort should be made to refer to annual membership payments as "dues". Our new 2014 membership cards say "Donation # \_\_\_\_\_" and due to the expense, corrected ones will not be ordered, but 2015 cards will be corrected.

Jeannie reported that she and Wanda Manning met with officials regarding plans for new Front Beach Road in the Bid-A-Wee area. Although she reviewed their findings, a report of those findings will be included in the record of the working meeting on Saturday, January 18, 2014.

Jeannie reported she received a request from a resident to place advertising in our bulletin board. After discussion, and upon seconded motion,

The Board unanimously voted that only BAWBP, Inc. postings will be permitted in the bulletin board at the corner of Argonaut and Crane.

Following a lengthy discussion regarding this Board's definition of a member in good standing, and a motion made by Kathy Ledbetter and seconded, the Board unanimously agreed:

WHEREAS guidelines in the Articles of Incorporation, Section VI. Membership; and with the authority granted to the Board of Directors in the Corporation Bylaws, Section IV. Election of Directors, C. (All questions as to the good standing of any Member shall be determined by Board's sole discretion.); Section V. Powers and Duties of the Board of Directors, 10. (All questions as to good standing of an officer or director shall be determined by the Board's sole discretion.)

BE IT RESOLVED, a member in good standing shall be any owner of a parcel in the Bid-A-Wee Community that has paid the membership dues for each parcel owned for the current fiscal year and be allowed one vote for each parcel.

The Directors then explored avenues to eventually build membership to 100% participation of property owners.

Jeannie then explained her feelings that the Board is elected by membership to make the day-to-day decisions best for the preservation of our beach. Although members at the 2013 Annual Meeting voted to change the codes every six months, she reported it is time consuming and uses funds to make copies and mail notices to those that have not provided email addresses. Pursuant to membership requests, gate code changes are taking place in early February although we are experiencing no abuses and could easily have saved the funds at this time. The Directors unanimously agreed that

At the Annual Meeting, the Board explain the expense and time involved in changing gate codes. When no abuses are taking place, it is wasteful of volunteer time and corporate funds. The Board is elected to take care of such issues. Therefore, the Board respectfully requests that it should make the decision as to when it becomes appropriate to change gate codes.

Discussion continued regarding the number of email addresses we have for members and those that have not joined. We are obligated to provide the codes to all residents in the Bid-A-Wee Community, but the Directors agreed that we are not required to use membership funds to provide that notice to those not paying dues. Each notice requires postage, paper/copies and envelope expense.

Following lengthy discussion, Kathy Ledbetter made the motion which was seconded and unanimously approved that:

Going forward, every effort will be made to obtain email addresses from all residents, regardless of membership status, and gate code change notices will be distributed to email addresses on record. Notices via USPS (mailed) will be distributed to those paid

members for which we have no email address on record. During the Annual Membership Drive, the following written notice will be included: To promptly receive gate code changes, those property owners electing not to join should provide us an email address or each year, mail two self-addressed, stamped envelopes to BAWBP, Inc. PO Box 9745, Panama City Beach, FL 32417.

Minutes of the meeting held on October 12, 2013 were approved with one change.

There being no further business, the President adjourned the meeting at 8:00 PM.

/s/ Dee Gibson, Secretary